

# EXHIBIT C

**IN THE HIGH COURT OF JUSTICE**  
**QUEEN'S BENCH DIVISION**  
**COMMERCIAL COURT**

**2012 Folio No.1096**

**IN THE MATTER OF THE ARBITRATION ACT 1996**  
**AND IN THE MATTER OF AN INTENDED ARBITRATION**

**BEFORE THE HONOURABLE MR JUSTICE HAMBLÉN**

**B E T W E E N:-**

**SWISS RE INTERNATIONAL S.E.**

(formerly known as SR International Business Insurance Company Limited)

**Applicant / Claimant**

**- and -**

**(1) SAP A.G.**

**(2) SAP AMERICA, INC.**

**Respondents / Defendants**

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**ORDER**

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**TO:**

**(1) SAP A.G.**  
**Dietmar-Hopp-Allee 16, D-69190, Germany**

**(2) SAP AMERICA, Inc.**  
**3999 West Chester Pike, Newtown Square, Pennsylvania 19073, United States of America**

**PENAL NOTICE**

**IF YOU, THE WITHIN NAMED RESPONDENTS / DEFENDANTS, DISOBEY  
THIS ORDER YOU MAY BE HELD TO BE IN CONTEMPT OF COURT,  
LIABLE TO BE FINED OR HAVE YOUR ASSETS SEIZED AND ANY OF  
YOUR DIRECTORS, SERVANTS AND/OR AGENTS IMPRISONED AND/OR  
FINED**

**IMPORTANT:-**

**NOTICE TO SAP A.G. AND SAP AMERICA, INC. ("THE DEFENDANTS")**

- (1) This Order prohibits you from doing the acts set out in this Order. You should read it all carefully. You are advised to consult a solicitor as soon as possible. You have a right to ask the Court to vary or discharge this Order.
- (2) If you disobey this Order you may be found guilty of Contempt of Court and any of your directors may be sent to prison or fined and you may be fined or your assets may be seized.

**THE ORDER**

An Application was made by Counsel for the Claimant, Swiss Re International S.E. ("SRI") (who is the Claimant in an Arbitration Claim against the Defendants) to the Judge who heard the Application supported by the Witness Statement listed in Schedule 1 to this order, and accepted the undertakings in Schedule 2 at the end of this Order.

**IT IS ORDERED that:**

1. There shall be a further hearing of SRI's application on 30 August 2012 ("the Return Date")
2. Until the Return Date, or further order in the meantime, the Defendants must not whether by themselves or by their directors, officers, servants or agents or otherwise howsoever:
  - a. prosecute, pursue and/or otherwise continue and/or take any further substantive or procedural step in the proceedings the filed by the Defendants on 20 July 2012 in the Delaware County Court of Common Pleas in Pennsylvania titled SAP America, Inc. and SAP AG v. Swiss Re International SE, Case No. 12-6174(the "Pennsylvania Proceedings") (whether in the state courts of Pennsylvania or subsequent to any removal of the said Pennsylvania Proceedings to

federal court), save for the purposes of dismissing, withdrawing and/or otherwise discontinuing the said Pennsylvania Proceedings against SRI;

- b. seek and/or obtain an anti-suit injunction and/or temporary restraining order restraining and/or preventing SRI from pursuing the proceedings in respect of and/or otherwise enforcing the London arbitration agreement between the parties; and/or
- c. prosecute, pursue and/or otherwise continue any proceedings against SRI in respect of any dispute arising under the Policy other than pursuant to the London arbitration agreement contained in the Arbitration Clause of the Policy.

3. The Claimant may serve the Arbitration Claim Form, the Application, this Order and all documentation relating thereto on the Defendants out of the jurisdiction:

- a. as against SAP A.G. at Dietmar-Hopp-Allee 16, D-69190, Germany;
- b. as against SAP America, Inc. at 3999 West Chester Pike, Newtown Square, Pennsylvania 19073, United States of America; and/or,
- c. As against both Defendants, on their attorneys in the Pennsylvania Proceedings, Anderson Kill & Olick, P.C. of 1600 Market Street, Suite 2500, Philadelphia, Pennsylvania 19103, United States of America.

4. If the First Defendant wishes to defend the Claim, it must acknowledge service within 21 days of being served with the Claim Form.

5. If the Second Defendant wishes to defend the Claim, it must acknowledge service within 22 days of being served with the Claim Form.

6. Costs reserved.

**VARIATION OR DISCHARGE OF THIS ORDER**

The Defendants may agree with SRI's solicitors that this Order may be varied in any respect but any such agreement must be in writing.

The Defendants may apply to the Court at any time to vary or discharge this Order but if it wishes to do so he must first give forty-eight (48) hours notice to SRI's solicitors in writing.

**NAME AND ADDRESS OF SRI'S SOLICITORS**

SRI's solicitors are:-

Sedgwick, Detert, Moran & Arnold LLP  
Fitzwilliam House,  
10 St Mary Axe,  
London, EC3A 8BF.  
++ 44 (0)207 398 8900  
Ref: NJM/LJJ/00471.025574

**THE EFFECT OF THIS ORDER**

The Defendants must not, by themselves, their directors, officers, employees, servants and/or agents or in any other way, do anything which it is ordered not to do. The Defendants must not do it through others acting on their behalf or on their instructions or with their encouragement.

**SERVICE OF THIS ORDER**

This Order shall be served by SRI.

**SCHEDULE 1**

**Witness statements**

The Claimant relied on the following Witness Statement:

- 1) Witness statement of Eleni Jelmini Cellerini dated 15 August 2012.
- 2) Exhibit EJC1 to the above witness statement.
- 3) Exhibit EJC2 to the above witness statement.

**SCHEDULE 2**

**Undertakings given to the Court by the Claimant**

1. To pay any damages which the Defendants (or any other party served with or notified of this Order) shall sustain which the Court considers SRI should pay.
2. To issue and serve the Claim Form on the Defendants as soon as practicable.
3. To draw up and provide to the Defendants as soon as practicable a note confirming the substance of what was said to the Court by SRI and a copy of the skeleton argument provided to the Judge.